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*Proposed Counsel for the Official Committee  
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	<b>Chapter 11</b>
	:	
INTERNATIONAL SHIPHOLDING	:	<b>Case No. 16-12220 (SMB)</b>
CORPORATION., <i>et al.</i> , <sup>1</sup>	:	
	:	<b>Jointly Administered</b>
	:	
<b>Debtors.</b>	:	
-----X		

**NOTICE OF HEARING ON APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
TO RETAIN AND EMPLOY AMA CAPITAL PARTNERS, LLC  
AS FINANCIAL ADVISOR *NUNC PRO TUNC* TO SEPTEMBER 16, 2016**

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**PLEASE TAKE NOTICE** that a hearing on the annexed *Application of the Official Committee of Unsecured Creditors to Retain and Employ AMA Capital Partners, LLC as Financial Advisor Nunc Pro Tunc to September 16, 2016* (the "Application") filed by the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: International Shipholding Corporation (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

will be held before the Honorable Stuart M. Bernstein at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004 (the “Bankruptcy Court”) on **November 10, 2016 at 10:00 a.m. (Eastern Time)** (the “Hearing”).

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (“Objections”) to the Application shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 and the *Order Pursuant to 11 U.S.C. § 105(a) and Fed. Bankr. P. 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, dated September 19, 2016 (ECF No. 178), so as to be so filed and received no later than November 3, 2016 at 4:00 p.m. (Eastern Time) (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that that if an Objection to the Application is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

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Dated: October 12, 2016

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Robert J. Feinstein*

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*Proposed Counsel to the  
Official Committee of Unsecured Creditors*

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*Proposed Counsel for the Official Committee  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	<b>Chapter 11</b>
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INTERNATIONAL SHIPHOLDING	:	<b>Case No. 16-12220 (SMB)</b>
CORPORATION., <i>et al.</i> , <sup>1</sup>	:	
	:	<b>Jointly Administered</b>
	:	
<b>Debtors.</b>	:	
-----X		

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS TO RETAIN AND EMPLOY AMA CAPITAL PARTNERS, LLC  
AS FINANCIAL ADVISOR *NUNC PRO TUNC* TO SEPTEMBER 16, 2016**

The Official Committee of Unsecured Creditors (the “Committee”) of International Shipholding Corporation and its affiliated debtors (collectively, the “Debtors”) hereby submits its application (the “Application”) for the entry of an order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: International Shipholding Corporation (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), authorizing and approving the employment of AMA Capital Partners, LLC (“AMA” or the “Firm”) as financial advisor to the Committee in connection with the Debtors’ jointly administered chapter 11 cases, *nunc pro tunc* to September 16, 2016. In support of the Application, the Committee submits the declaration of Ken Becker (the “Becker Declaration”), an employee of the Firm, attached hereto as Exhibit A and incorporated herein by reference. In further support of the Application, the Committee respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

### **BACKGROUND**

3. On July 31, 2016 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On September 1, 2016, the Office of the United States Trustee (the “UST”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee as originally appointed consisted of: (i) Masters, Mates, and Pilots Benefit Plans; (ii) Seafarers

Benefits Plan; and (iii) U.S. Ocean, LLC. On September 22, 2016, the UST filed a First Amended Appointment of Official Committee of Unsecured Creditors [Dkt. No. 185], naming the following five members of the Committee: (i) Masters, Mates, and Pilots Benefit Plans; (ii) Seafarers International Union; and (iii) U.S. Ocean, LLC; (iv) Willard E. Bartel and David C. Peebles, Administrators for the Estate of Robert N. Cain; and (v) Marine Engineers Beneficial Association.

5. On September 16, 2016, the Committee held a meeting and, among other things, voted to retain the Firm as its financial advisor, subject to Court approval.

6. The Firm's retention is requested as of September 16, 2016, insofar as that is the date the Committee first requested AMA to render financial services on behalf of the Committee, and the Firm has been actively advising the Committee since that date.

7. The Firm has extensive experience representing creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases, including, as financial advisor to *In re GMI USA Management, Inc., et al.*, Case No. 15-12552 (Bankr. S.D.N.Y.), Chief Restructuring Officer of the debtors in *In re Windsor Petroleum Transport Corporation*, Case No. 14-11708 (Bankr. D. Del.), and financial advisor to secured lenders *In re TMT Procurement Corp., et al.*, Case No. 13-33740 (Bankr. S.D. Tex.) Moreover, AMA has substantial experience in the maritime industry, both inside and outside of bankruptcy, including merger advisory services to Pasha Group, a consortium of investors in the purchase of TECO Transport, and co-advisors to the bank steering committee of CMA CGM, the world's third-largest container shipping company. Accordingly, the Committee believes that the Firm is well qualified to render the services described below.

**RELIEF REQUESTED**

8. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its financial advisor in these chapter 11 cases.

9. The Committee has selected AMA as its financial advisor in furtherance of the efficient administration of the estates on behalf of the Committee. The Committee seeks to retain the Firm *nunc pro tunc* to September 16, 2016 because the Firm began providing services to the Committee as of such date. The Committee believes that such *nunc pro tunc* retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since September 16, 2016.

**SERVICES TO BE RENDERED**

10. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

- a. becoming familiar with and analyzing the Debtors' business, restructuring plan, assets and liabilities, and overall financial condition;
- b. assisting the Committee in determining how to react to the Debtors' restructuring plan or in formulating and implementing its own plan;
- c. monitoring the financing and sale process, interfacing with the Debtors' professionals, and advising the Committee regarding the process;
- d. preparing, or reviewing as applicable, avoidance action and claim analyses;
- e. assisting the Committee in reviewing the Debtors' financial reports, including, but not limited to, SOFAs, Schedules, cash budgets, and Monthly Operating Reports;

- f. advising the Committee on the current state of these chapter 11 cases;
- g. advising the Committee in negotiations with the Debtors and third parties as necessary;
- h. if necessary, participating as a witness in hearings before the bankruptcy court with respect to matters upon which AMA has provided advice; and
- i. other activities as are approved by the Committee, the Committee's counsel, and as agreed to by AMA.

**NO ADVERSE INTEREST OF PROFESSIONALS**

11. To the best of the Committee's knowledge, and based upon the Becker Declaration attached hereto, neither the Firm, nor any of its employees have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Becker Declaration.

12. To the best of the Committee's knowledge, except as provided in the Becker Declaration, neither the Firm, nor any of its employees represent any interest adverse to that of the Committee in the matters on which they are to be retained.

13. While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should the Firm, through its continuing efforts, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

14. The Firm represents many debtors, trusts, and committees in other bankruptcy cases, and the debtors, the members of those committees, or those estates may be creditors of the Debtors. However, the Firm will not represent any members of those debtors, committees or their members with respect to any claims that they may have collectively or individually against the Debtors.



**PROFESSIONAL COMPENSATION**

15. Subject to this Court's approval, and as described in the Becker Declaration and Engagement Letter, the Committee desires to employ the Firm and compensate the Firm at a flat fee of \$75,000 per month (the "Flat Fee"). No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court. The Firm has received no retainer in these cases to represent the Committee. Neither the Committee nor any of its members (or their representatives) are or will be liable for any fees or costs incurred by the Firm in its representation of the Committee.

16. In addition, AMA will bill for all of its out-of-pocket expenses reasonably incurred by AMA in connection with this engagement.

17. AMA began performing services for the Committee on September 16, 2016. To ensure the prompt presentation of this Application, the Committee requests that the Court consider this Application as soon as possible on the Court's docket and approve this Application effective as of September 16, 2016.

**NOTICE**

18. Notice of this Application has been in accordance with the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Dkt. No. 178]. The Committee submits that such notice is sufficient and that no other or further notice be provided.

**NO PRIOR REQUEST**

19. No previous request for the relief sought herein has been made to this or any other Court.

**WHEREFORE**, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain AMA as financial advisor effective as of September 16, 2016, and granting such other and further relief as is just and proper.

Date: October 12, 2016

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
INTERNATIONAL SHIPHOLDING  
CORPORATION, *et al.***

U.S. Ocean LLC, solely in its capacity as Chair of  
the Committee and not in any individual capacity



By: Will Terrill

Filed By:

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Robert J. Feinstein

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bsandler@pszjlaw.com  
sgolden@pszjlaw.com

*Proposed Counsel for the Official Committee of Unsecured Creditors*

# **EXHIBIT A**

## **Declaration of Kenneth L. Becker**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :

Chapter 11

INTERNATIONAL SHIPHOLDING  
CORPORATION., *et al.*,<sup>1</sup>

:  
Case No. 16-12220 (SMB)

:  
Debtors.  
-----X

:  
Jointly Administered

**DECLARATION IN SUPPORT OF APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
TO RETAIN AND EMPLOY AMA CAPITAL PARTNERS, LLC  
AS FINANCIAL ADVISOR *NUNC PRO TUNC* TO SEPTEMBER 16, 2016**

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I, Kenneth L. Becker, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, that the following is true and correct:

1. I am a director with the firm AMA Capital Partners, LLC (“AMA” or the “Firm”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ AMA Capital Partners, LLC as Financial Advisor Nunc Pro Tunc to September 16, 2016*.

2. The Firm has extensive experience representing creditor committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases, including as financial advisor to *In re GMI USA Management, Inc., et al.*, Case No. 15-12552 (Bankr.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: International Shipholding Corporation (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

S.D.N.Y.), as Chief Restructuring Officer to the debtors in *In re Windsor Petroleum Transport Corporation*, Case No. 14-11708 (Bankr. D. Del.), and financial advisor to secured lenders in *In re TMT Procurement Corp., et al.*, Case No. 13-33740 (Bankr. S.D. Tex.). Moreover, AMA has substantial experience in the maritime industry, both inside and outside of bankruptcy, including the provision of merger advisory services to Pasha Group, a consortium of investors in the purchase of TECO Transport, and co-advisors to the bank steering committee of CMA CGM, the world's third-largest container shipping company. Accordingly, the Firm is well qualified to render the services described below.

3. Neither I, AMA, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of New York, except as set forth herein.

4. Section 1103(b) of the Bankruptcy Code does not incorporate the general "disinterestedness" standard of section 327(a). However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, their estates, professionals, and the Office of the United States Trustee.

5. AMA has knowledge of the Debtors and their operations. In both 2008 and 2011, AMA was hired to provide advice on strategic options to the Debtors' senior management. AMA has not formally worked for the Debtors since that time, but remain familiarity with the Debtors' core assets. AMA has previously represented the Buyers of TECO Transport's Ocean Business, the predecessor company to the Debtors' Jones Act business segment.

6. AMA has conducted an extensive conflict check within its current client database and thus far, AMA has not encountered any creditors of the Debtors in which an actual conflict exists between AMA and such creditors. A list of those entities checked is attached hereto as Schedule 1. Out of an abundance of caution, while AMA could not identify any direct conflict with any of the aforementioned parties, employees of or principals of AMA may have indirect relationships to the following potential parties-in-interest, either through representation on a board of directors or through clients of AMA while working on behalf of said clients

- American Express is a provider of credit card services to AMA
- Marsh USA Inc. has provided insurance to principals and clients of AMA
- U.S. Customs and Border is a potential creditor in a bankruptcy case in which AMA is providing financial advisory services
- DVB Bank SE is a lender to a rail car leasing company in which AMA has an controlling investment
- DVB Bank SE is a lender to clients of AMA
- ING Bank N.V. is a lender to potential clients of AMA
- T-Mobile is a provider of mobile phone services to AMA employees
- Verizon is a provider of mobile phone services to AMA employees
- U.S. Trustee & Court personnel are in contact with AMA from time to time in connection with our advisory practice and a current bankruptcy case
- The Honorable Stuart M. Bernstein presides in a case in which AMA is the financial advisor to the debtor
- Paul M. Leand Jr., Managing Director of AMA, is Chairman of the Board of Eagle Bulk Shipping
- James G. Dolphin, Managing Director of AMA is on the Board of Genco Shipping & Trading Limited
- Seacor Holdings and/or its subsidiaries (“Seacor”) hold controlling interests in entities to which AMA or its subsidiaries is providing financial services. In addition, AMA may potentially contract with Seacor on behalf of AMA’s current clients

If, at any time during the course of this proceeding, AMA learns of any representation which may give rise to a conflict, AMA will promptly file with the Court, an amended declaration identifying and specifying such involvement.

7. AMA and certain of its principals have represented, and in the future may represent creditors of the Debtors in connection with matters unrelated to the Debtors and these

chapter 11 cases. At this time, AMA is unaware of any such representation. If AMA identifies any further such representations, AMA shall make further disclosures as may be appropriate at that time.

8. AMA represented, represents, and in the future will likely represent committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases. AMA will not represent any members of these committees in any claims that they may have individually against the Debtors.

9. AMA has represented, represents, and in the future will likely represent debtors, creditors' committees, and other parties in interest in cases unrelated to the Debtors and these chapter 11 cases.

10. AMA has neither received any retainer from the Debtors nor Committee nor any payment, nor has it received any promise of payment, during the one-year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these chapter 11 cases. No promises have been received by AMA nor by any advisors or attorneys thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code. AMA has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among employees of AMA. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by AMA in its representation of the Committee.

11. AMA intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court as stated in the

Application, and in compliance with applicable provisions of the Bankruptcy Code, for the flat monthly fee of \$75,000.

12. In addition to the fees described above, AMA will bill for all of its out-of-pocket expenses reasonably incurred by AMA in connection with this engagement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 12, 2016

/s/ Kenneth L. Becker

Kenneth L. Becker



## **Schedule 1**

### **Debtor Affiliates**

Central Gulf Lines, Inc.  
Coastal Carriers, Inc.  
Dry Bulk Americas Ltd.  
Dry Bulk Australia Ltd.  
Enterprise Ship Company, Inc.  
Frascati Shops, Inc.  
Gulf South Shipping PTE Ltd.  
International Shipholding Corporation  
LCI Shipholdings, Inc.

LMS Shipmanagement, Inc.  
Marco Shipping Company (PTE) Ltd  
Mary Ann Hudson, LLC  
N.W. Johnsen & Co., Inc.  
Sheila McDevitt, LLC  
Sulphur Carriers, Inc.  
Tower, LLC  
U.S. United Ocean Services, LLC  
Waterman Steamship Corporation

### **Non-Debtor Affiliates**

Bulk Shipholding, Inc.  
Cape Holding, Ltd.  
CG Railway, Inc.  
Dry Bulk Cape Holding Inc.  
East Gulf Shipholding, Inc.  
Marco Shipping Company (PTE) Ltd.  
MPV Netherlands C.V.  
MPV Netherlands Cooperatief U.A.  
MPV Netherlands S.V.  
Terminales Transgolfo, S.A. de C.V.

### **Officers & Directors**

Beer, Kenneth H.  
Cameron, William M.  
Chambers, Robert T.  
Dean-Rosenbohm, Sheila  
Estrada, Manuel G.  
Greha, H. Hughes  
Grehan, Brooke Y.  
Higginbotham, James T.  
Hines, William H.  
Jaskot, John J.  
Johnsen, Erik L.  
Johnsen, Niels M.  
Johnsen, R. Christian

Johnston, Peter M.  
Lane, H. Merritt III  
Lupberger, Edwin A.  
McNamara, James J.  
Morrisette, Harris V.  
Narmontas, Carol  
Nazareth, Francis P.  
Robinson, T. Lee Jr.  
Ryan, J. W.  
Wild, Kevin M.  
Wilson, Kevin M.

**Creditor Committee Members**

Masters, Mates, and Pilots Benefit Plans  
Seafarers International Union  
U.S. Ocean LLC

**Landlords**

CCP Harbour Island c/o Redstone  
Cypress Point, LLC  
One Whitehall LP c/o Ruding Management Co  
Regus  
Retirement Systems of Alabama  
Stirling 601 Properties LLC

**Litigation Counterparts**

Singleton, O'neil  
Smith, Frederick  
Stanford, Glen C  
Stephen Galati  
Tague, Joseph  
Talley, Floyd L  
Thomas Canevari  
Thomas, Cuttie  
Thompson, Hine LLP  
Thrasher, Guy M  
Torres, Juan

Trader, Ernest  
Traser, William C  
Turner, Dorvan L  
Vanloo, William  
Vogel, Edward  
Wainwright, Voight  
Walker, Prentis  
Wiley, Oscar  
Wilson, Willie J  
Winter, Harold J  
Zuber, Clayborn A

**Government**

AL Department of Revenue  
CA Franchise Tax Board  
City of Mobile  
City of New Orleans  
Dallas County  
DE Secretary of State  
FL Department of Revenue  
Hillsborough County  
Inland Revenue Authority of Singapore  
Internal Revenue Service  
LA Department of Revenue  
MA Department of Revenue  
Mobile County

NY State Department of Taxation and  
Finance  
NYC Department of Finance  
Orleans Parish  
Panama  
Plaquemines Parish Sheriff  
State of TX  
The British Virgin Islands  
The Cayman Islands  
The Republic of the Marshall Islands  
VA Department of Taxation  
Westchester Surplus Lines Insurance Co.  
Zurich American Insurance Co.

**Vendors**

Al Rashed International	Kevin Clark Electrical Service
Alabama State Port Authority	Kristensons Petroleum Co Inc
Alfa Laval Inc	Landstar Inway Inc
American Bureau Of Shipping	Lightning Bay Pneu-Draulics
American Express	Lloyd's Register Of Shipping
Anchor Sandblasting	Macgregor Usa Inc
Associated Federal Pilots And	Marine Industrial Gears
Azuma Engineering (S) Pte Ltd	Marine Terminal Corporation
Belle Chasse Marine Trans Inc	Marine Towing Of Tampa LLC
Ben Line Agencies (S) Pte Ltd	Marsh Usa Inc
Bms United Bunkers	Marunda Utama Engineering Pte
Bomin Bunker Oil Pte Ltd	Masters Mates & Pilots
Buck Kreihs Marine Repair LLC	Matson Integrated Logistics
Cargill Inc	Meba Medical Benefits Plan
Custom Instrument & Automation	Meridian Global Consulting LLC
Daihatsu Diesel (America), Inc.	Mid-Pacific Industries Inc
Daikai Engineering Pit Ltd	Millard Maritime
Damrich Coatings Inc	Milliman Inc
Delta Marine Environmental LLC	Mmif, LLC
Dept Of Homeland Security	Nippon Yusen Kaisha
Diversified Environmental	Port Manatee Ship Repair & Ara Plan
Dockside Machine & Ship Repair	Portserv International Ltd
Epsco	Radio Holland Usa
Exline Inc	Rolls-Royce Naval Marine Inc
Fastenal Company	Rsa Building Expense Fund
Fibrecraft Asia Pte Ltd	Seafarers Harry Lundeberg
Garba Industrial Service Inc	Seafarers Vacation Plan
Global Marine Service Co Ltd	Seafarers Welfare Plan
Greenbrier Rail Services	Sembcorp Marine
Gulf Coast Bulk Equipment Inc	Seven Seas Shipchandlers LLC
Hbs Japan Co Ltd	Sunami Marine Co.,Ltd.
Horizon Air Freight Inc	Swiss Diesel Inc
Imc Co Ltd	Sysco West Coast Florida Inc
Inmarsat Solutions (Us) Inc	Tampa Bay Pilots Association
Innova Automation Pte Ltd	Tampa Electric Company
Intermarine LLC	Tampa Port Authority
International Paint LLC	Tampa Ship LLC
International Ship Repair	Teho Ropes & Supplies Pte Ltd
Iss Machinery Services Limited	Thompson Hine LLP
J A M Distributing Co	Thompson Tractor Co Inc
Jimenez Graffam & Lausell	Total Lubrifiants Sa
John W Stone Oil Distributor	U.S. Customs & Border
Jotun Paints Inc	United Bulk Terminals

US Bioservices Corp  
US Foods Inc  
Velocity Technology Solutions  
W.H. Brennan & Co (Pte) Ltd  
Wartsila North America Inc  
Washington Maritime Shipping

Wilhelmsen Ships Services Inc  
Windels Marx Lane & Mittendorf  
Windward Marine-Industrial  
Yusen Navtec Co Ltd  
Z Prime Naval Support Inc

### **Insurance**

ACE  
ACE USA  
Alterra American Insurance Company  
American Longshore Mutual Association,  
Ltd.  
AmRisc, LLC (AmWINS of Georgia)  
CNA  
Continental Casualty Company  
Great American  
Great American Insurance Company  
Insurance Company of the State of  
Pennsylvania (AIG)

Lloyd's America  
Navigators Insurance Company  
PMA Companies  
ProSight Speciality Insurance (New York  
Marine)  
Sentinel Insurance Company, LTD  
Southern Marine and Aviation (Lloyd's)  
The Standard Club Europe Ltd.  
V.O. Schinnerer & Company, Inc.  
XL Catlin  
Zurich American Insurance Company

### **Employees (Contract)**

Callaway, Cleveland  
Durosky, Alexander  
Hoffman, Jeffrey

Henry, Alastair  
Magnilia, Cheryl

### **Employees**

Adam, Megan S.  
Ado Mohamud, Abdifatah  
Albritton, Leland H.  
Baldwin, Christopher L.  
Barry, David  
Bates, Sherri A.  
Bautista Jr, Emiliano  
Begovich, Charlene  
Bell, Larry  
Bennington, Robert  
Blethen Jr, Roger E.  
Booth, Matthew  
Bradley, Clinton  
Brown, Donald

Burke, Michael T.  
Burkhardt Jr., Regis A.  
Burrell, Marvin K.  
Burton, Meredith E.  
Buxton, Melanie H.  
Bynum, Elsha  
Caire, Peter J.  
Cameron, William M.  
Campbell, Alma J.  
Carlen, Linda S.  
Carver, Charlene A.  
Caver, Robert  
Chambers, Robert T.  
Claxton, Martha I.

Collins, Robert L.  
Copeland, Steven T.  
Cowles, Shari A.  
Creighton, Alexis M.  
Dang, Long V.  
De Benedetto, Daniel J.  
Dean Jr, George W.  
Dien, Tuan  
Doucet, Dustin M.  
Elmore, Gilbert  
Estrada, Manuel G.  
Farkas, Krista J.  
Federico, June O.  
Flowers, John D.  
Fury Jr, Manuel J.  
Gatlin, Ashley G.  
Gerretz, Camille V.  
Grehan, Brooke Y.  
Grover, Frank  
Halter, Andrew B.  
Hawkins, Nigel J.  
Herrin, Brent M.  
Higginbotham, James T.  
Hines, Benjamin E.  
Ho, Bo  
Johnsen, Erik L.  
Johnsen, Niels M.  
Johnson, Denzel  
Johnson, Michael K.  
Johnston, Peter M.  
Jones, Edward  
Kahler, William  
Katoch, Baldev S.  
Kennedy, Rodney D.  
Kingrey, Erika R.  
LeMoine, Shannon P.  
Lopez Salazar, Adrian A.  
Lu, Duc V.  
Lua, Rex C.  
Lunkin, Demetrius L.  
Marks, Leigh T.  
McCollough, Matthew A.  
McLaughlin, Kevin J.  
Meyer, Charles W.  
Milliner, Thomas S.  
Murphy, Paul T.

Murphy, Sean L.  
Nahas, George A.  
Narmontas, Carol  
Nazareth, Francis P.  
Nguyen, Chau K.  
Nguyen, Chinh V.  
Nguyen, Dang  
Nguyen, Kim-Dung  
Nguyen, Minh K.  
Nguyen, To  
Nhaier, Ali  
Nossaman, Jennifer D.  
Palmer, Ian M.  
Patrick, Leslie B.  
Pham, Hieu  
Phan, Tuan  
Pomier, Michelle L.  
Porter, Alexander L.  
Preiss, Matthew B.  
Prescott, Ted A.  
Radford, Shannon M.  
Ragas Jr, Charles D.  
Randazzo, Michael  
Rathsavong, Alex  
Reed, Carol E.  
Reyes, Alan V.  
Richards, Mary R.  
Roberts, Cathy L.  
Rosenbohm, Sheila D.  
Ryan, Joseph W.  
Savelli, Kenneth M.  
Seal, Jacqueline  
Seoane, Eduardo A.  
Shelton, Britney  
Sied, Mensur O.  
Siedel, Magalys F.  
Simpson, Shannon  
Smith, Michael V.  
Smith, Theresa R.  
St Ann-Pichon, Victoria  
Strong, Kenneth E.  
Stuart, Gilbert R.  
Summerville, Tammy G.  
Tate, Kena S.  
Tidwell, Michael R.  
Tillman, Cynthia D.

Towne, Christopher A.  
Tran, Kenny T.  
Vinturella, Jessica  
Vo, Kimberly  
Washington, Lynda M.  
Watson, James H.  
White, Anthony M.  
White, Robert H.

Wild, Kevin M.  
Wilson, Beryl  
Wilson, Kevin M.  
Winecoff, David  
Woods, Cynthia L.  
Woods, Derrick L.  
Wu, Shiying

**Professionals**

Blackhill Partners, LLC

Prime Clerk LLC

**Environmental**

ADEM Montgomery Office  
California Environmental Protection Agency  
Cayman Islands Environmental Centre  
Delaware Dept of Natural Resources &  
Environmental Control  
EPA Region 1  
EPA Region 2  
EPA Region 3 Main Office  
EPA Region 6 Main Office  
Federal Maritime Commission  
Federal Railroad Administration  
Florida Department of Environmental  
Protection  
Louisiana Department of Environmental  
Quality  
Massachusetts Department of Environmental  
Protection

National Environment Agency  
New York State Department of  
Environmental Conservation  
PBL Netherlands Environmental Assessment  
Agency  
PBL Netherlands Environmental Assessment  
Agency  
Texas Commission on Environmental Quality  
United States Environmental Protection  
Agency Region 4  
US Department of Transportation  
US EPA  
US EPA Pacific Southwest, Region 9  
Virginia Department of Environmental  
Quality

**Banks**

American Stock Transfer & Trust Co LLC  
BB & T Equipment Finance Corp  
BMO Harris Equipment Finance Co  
Capital One  
Capital One N.A.  
Capital Source Bank  
Citizens Bank  
DnB Capital LLC  
DVB Bank SE

DVB Transport (US) LLC  
ING Bank Corp. CL. Amsterdam  
ING Bank N.V.  
JPMorgan Chase Bank NA  
Liberty Bank and Trust Co.  
RBS Asset Finance, Inc.  
Regions Bank  
Whitney Bank  
Whitney National Bank

### **UCC Lienholders**

Appleby  
Bank of America NA as Security Trustee  
BB&T Equipment Finance Corporation  
BMO Harris Equipment Finance  
Capital One National Association  
CapitalSource Bank  
Commerzbank AG (As Legal Successor of  
Deutsche Schiffsbank Aktiengesellschaft  
DNB Nor Bank ASA  
DVB Bank SE  
GTC Connecticut Statutory Trust  
Gulf South, Inc.  
HSH Nordbank AG

ING Bank N.V.  
Jefferies Finance LLC  
Midland Bank PLC  
Powerhouse Diesel Services Inc  
RBS Asset Finance, Inc.  
Regions Bank  
U.S. Small Business Administration  
US Bank Equipment Finance  
US Bank National Association  
Web Bank  
Wells Fargo Bank NA, as Security Trustee  
Wells Fargo Bank Northwest, National  
Association

### **Equity Holders**

James, Raymond

Johnsen, Niels M.

### **Utilities**

Alabama Power  
AT&T (1% Client)  
AT&T Mobility (Subsidiary of AT&T, Inc.)  
Cogent Communications  
Cox Business - New Orleans  
Deltacom 1058  
Frontier Communications  
Harbor Communications  
Inmarsat  
MAWS  
Multi-Point Communications  
Progressive Waste Solutions of FL

Rapid Systems  
Razorline LLC  
Southern Light Fiber  
Sprint  
Stericycle Comsol  
Tampa Electric  
T-Mobile  
Verizon  
Waste Management of Alabama - Northeast  
Waste Management of Alabama - Mobile  
Waste Management of Florida

### **Top 40 Creditors**

Alabama State Port Authority  
ARA Plan  
Associated Federal Pilots  
BMS United Bunkers  
Bomin Bunker Oil PTE Ltd  
Buck Kreihs Marine Repair LLC  
Crescent Towing & Salvage  
Delta Marine Environmental LLC  
Exline Inc.

Fastenal Company  
Gulf Coast Bulk Equipment Inc  
Horizon Air Freight Inc.  
Inmarsat Solutions (US) Inc  
Intermarine LLC  
J A M Distributing Co  
John W Stone Oil Distributor  
Jones Walker  
Kristensons Petroleum Co Inc.

Lloyd's Register of Shipping  
MacGregor USA Inc.  
Marine Terminal Corporation  
Marine Towing of Tampa LLC  
Masters Mates & Pilots  
Matson Integrated Logistics  
Meba Medical Benefits Plan  
Meridian Global Consulting LLC  
Mid-Pacific Industries Inc.  
NYK  
Seafarers Heafarers Harry Lundeberg

Seafarers Vacation Plan  
Seafarers Welfare Plan  
Tampa Bay Pilots Association  
Tampa Electric Company  
Terminal Railway  
Thompson Hine LLP  
Thompson Tractor Inc.  
Total Lubrifiants SA  
United Bulk Terminals  
Washington Maritime Shipping  
Windels Marx Lane & Mittendorf

**U.S. Trustee & Court Personnel**

Abriano, Victor  
Arbeit, Susan  
Cassara, Amanda  
Catapono, Maria  
Choy, Danny A.  
Fields, Myrna R.  
Golden, Susan  
Harrington, William K.  
Joseph, Nadkarni  
Martinez, Anna M.  
Masumoto, Brian S.  
Mendoza, Ercilia A.

Moroney, Mary V.  
Morrissey, Richard C.  
Nakano, Serene  
Ng, Cheuk M.  
Riffkin, Linda A.  
Rodriguez, Ilusion  
Schwartz, Andrea B.  
Schwartzberg, Paul K.  
Sharp, Sylvester  
Velez-Rivera, Andy  
Zipes, Greg M.

**Judges**

Bernstein, Stuart M.  
Chapman, Shelley C.  
Drain, Robert D.  
Garrity, James L.  
Gerber, Robert E.  
Glenn, Martin  
Grossman, Robert E.  
Lane, Sean H.  
Morris, Cecelia G. (Chief Judge)  
Vyskocil, Mary Kay  
Wiles, Michael E.

**Significant Competitors**

China Shipping Co.  
Crowley Maritime  
CSX Corporation

Eagle Bulk Shipping  
Genco Shipping & Trading Limited  
Gener8 Maritime Inc



Global Ship Lease Inc.  
Horizon Lines  
Matson Alaska, Inc.  
Matson Navigation Company  
Matson, Inc.

Seaboard Marine  
Seacor Holdings  
Yangming Marine Tran

**OCP**

Accountemps  
Adeeta Corporate Staffing  
American Stock Transfer & Trust  
AP Consultants  
Baker & McKenzie LLP  
Broadridge  
Brooke Staffing Companies  
CareerBuilder  
Clark Personnel  
Cypress  
Ernst & Young  
Express Employment Professionals  
HireRight  
Infirmary Occupational Health  
JJ Keller & Associates, LLC  
Jones Walker LLP  
Klein Zelman Rothermel Jacobs and Schess  
LLP  
Leavell Investment Management  
Mercer  
Milliman  
Morrison & Head Industrial  
Postlethwaite & Netterville  
PricewaterhouseCoopers LLP  
SGG Netherlands  
T Rowe Price  
Velocity  
Warren Averett  
Whitney Bank

**Unions**

American Radio Association  
Marine Engineer Beneficial Association  
Master, Mates and Pilots  
Seafarers International Union

# **EXHIBIT B**

## **Committee Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :

Chapter 11

INTERNATIONAL SHIPHOLDING  
CORPORATION., *et al.*,<sup>1</sup>

:  
Case No. 16-12220 (SMB)

:  
Debtors.  
-----X

:  
Jointly Administered

**DECLARATION OF COMMITTEE IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF THE DEBTORS TO RETAIN AND EMPLOY AMA CAPITAL PARTNERS, LLC  
AS FINANCIAL ADVISOR NUNC PRO TUNC TO SEPTEMBER 16, 2016**

WILL TERRILL, as authorized representative of the Committee, declare under penalty of  
perjury as follows:

1. I, Will Terrill, am the Vice President of U.S. Flag Services of US Ocean  
LLC (“US Ocean”). US Ocean was elected Chair of the Official Committee of Unsecured  
Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-  
captioned debtors (collectively the “Debtors”). I am authorized to submit this declaration (the  
“Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors  
of the Debtors to Retain and Employ AMA Capital Partners, LLC as Financial Advisor Nunc  
Pro Tunc to September 16, 2016* (the “Application”) on behalf of the Committee.<sup>2</sup>

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: International Shipholding Corporation (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

**The Committee's Selection of AMA as Financial Advisor**

2. AMA Capital Partners, LLC ("AMA" or the "Firm") is proposed to serve as financial advisor to the Committee. The Committee recognizes that a review process is necessary in managing financial advisors to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee financial advisors based on their expertise in the relevant legal issues and in similar proceedings.

3. On September 1, 2016, the Office of the United States Trustee (the "UST") appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee as originally appointed consisted of: (i) Masters, Mates, and Pilots Benefit Plans; (ii) Seafarers Benefits Plan; and (iii) U.S. Ocean, LLC. On September 22, 2016, the UST filed a First Amended Appointment of Official Committee of Unsecured Creditors [Dkt. No. 185], naming the following five members of the Committee: (i) Masters, Mates, and Pilots Benefit Plans; (ii) Seafarers International Union; and (iii) U.S. Ocean, LLC; (iv) Willard E. Bartel and David C. Peebles, Administrators for the Estate of Robert N. Cain; and (v) Marine Engineers Beneficial Association.

4. On September 16, 2016, the Committee held a meeting and, among other things, voted to retain the Firm as its financial advisor, subject to Court approval.

**Rate Structure**

5. In my capacity as Committee Chair, I am responsible for supervising Committee professionals. AMA has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. AMA has informed the Committee that its current rates apply to non-bankruptcy services, if

any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon.

**Cost Supervision**

6. The Committee will approve any prospective budget and staffing plan that may be filed by AMA prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and AMA. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that AMA regularly submits, and, together with AMA, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: October 12, 2016

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
INTERNATIONAL SHIPHOLDING  
CORPORATION, *et al.***

U.S. Ocean LLC, solely in its capacity as Chair of  
the Committee and not in any individual capacity

  
By: Will Terrill

# **EXHIBIT C**

## **Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**INTERNATIONAL SHIPHOLDING  
CORPORATION., *et al.*,<sup>1</sup>**

### Debtors.

## Chapter 11

**Case No. 16-12220 (SMB)**

## Jointly Administered

**ORDER AUTHORIZING AND APPROVING  
THE EMPLOYMENT OF AMA CAPITAL PARTNERS, LLC AS FINANCIAL  
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
*NUNC PRO TUNC* TO SEPTEMBER 16, 2016**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ AMA Capital Partners, LLC as Financial Advisor Nunc Pro Tunc to September 16, 2016* (the “Application”) <sup>2</sup> and the declaration of Kenneth L. Becker in support of the Application (the “Becker Declaration”) filed by the Official Committee of Unsecured Creditors (the “Committee”) of International Shipholding Corporation and its affiliated debtors (collectively, the “Debtors”), pursuant to sections 328(a) and 1103(a) Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), for an order authorizing and approving the retention and employment of AMA as

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: International Shipholding Corporation (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

financial advisor for the Committee in these chapter 11 cases; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED**.
2. In accordance with sections 328(a) and 1103 of the Bankruptcy Code, the Committee is authorized to retain and employ AMA as financial advisor to the Committee *nunc pro tunc* to September 16, 2016. Subject to Court approval, AMA may be compensated for services rendered and reimbursed for expenses incurred beginning on September 16, 2016.
3. AMA shall be compensated for fees and reimbursed for out-of-pocket expenses pursuant to section 328 of the Bankruptcy Code in accordance with the terms of the Application, and all fees and out-of-pocket expense reimbursements to be paid to AMA shall be subject to review only pursuant to the standard of review set forth in section 328(a) of the Bankruptcy Code, and not subject to the standard of review set forth in section 330 of the Bankruptcy Code, except as set forth herein.
4. AMA shall file interim and final fee applications for the allowance of compensation for services rendered and reimbursement of expenses incurred in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rules,



and fee and expense guidelines and orders of the Court; provided, however, that the fee applications filed by AMA shall be subject to review only pursuant to the standard of review set forth in section 328(a) of the Bankruptcy Code, and not subject to the standard of review set forth in section 330 of the Bankruptcy Code, except as set forth herein.

5. Notwithstanding any provision to the contrary in this Order, the U.S. Trustee shall have the right to object to AMA's request(s) for interim and final compensation based on the reasonableness standard provided in section 330 of the Bankruptcy Code, not section 328(a) of the Bankruptcy Code, and the Court retains jurisdiction to consider any such response or objection from the Office of the U.S. Trustee (the "UST") to AMA's interim and final fees.

6. AMA shall include in its fee applications, among other things, time records setting forth, in summary format, a description of the services rendered by each professional, and the amount of time spent on each date by each such individual in rendering services on behalf of the Debtors in one-half of an hour increments.

7. The Committee and AMA are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms of this Order shall be immediately effective and enforceable upon its entry.

9. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: \_\_\_\_\_, 2016

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HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE